

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 13, 460, & 658

**CERTIFICATION OF COUNSEL REGARDING THIRD ORDER PURSUANT TO
SECTION 363 AND 365 OF THE BANKRUPTCY CODE AUTHORIZING THE
DEBTORS-IN-POSSESSION TO TERMINATE OR ASSUME, ASSIGN AND SELL
CERTAIN NON-RESIDENTIAL REAL PROPERTY LEASES**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On September 9, 2024 (the “**Petition Date**”), the Debtors each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), and related pleadings with the United States Bankruptcy Court for the District of Delaware.

2. On the Petition Date, the Debtors filed the *Motion of Debtors for Entry of Interim and Final Orders (I) Establishing Procedures to Sell Certain Leases, (II) Approving the*

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

Sale of Certain Leases, and (III) Granting Related Relief (the “**Lease Sale Procedures Motion**”)² (D.I. 13).

3. On October 9, 2024, the Court entered the *Second Interim Order (I) Establishing Procedures to Sell Certain Leases, (II) Approving the Sale of Certain Leases and (III) Granting Related Relief* (the “**Interim Lease Sale Procedures Order**”) (D.I. 460).

4. On October 18, 2024, pursuant to the Second Interim Lease Sale Procedures Order, the Debtors conducted virtual auctions (D.I. 497 & 502) for certain of the Debtors’ unexpired real property leases (the “**Lease Assets**”).

5. On October 21, 2024, the Debtors filed the *Second Notice of Successful and Backup Bidder with Respect to the Auction of Certain of the Debtors’ Lease Assets and Assumption and Assignment of Certain Unexpired Leases* (the “**Post-Auction Notice**”) (D.I. 575) announcing the successful bidders for the Lease Assets.

6. Following the Lease Auctions, the Debtors engaged in significant discussions with the Successful Bidders, the affected landlords, and other parties in interest (collectively, the “**Interested Parties**”), which culminated in the Debtors filing a proposed order approving the Lease Sales (D.I. 658) (the “**Proposed Lease Sale Order**”).

7. The Court held a hearing to consider approval of the Proposed Lease Sale Order (D.I. 658) on October 31, 2024. As a result of further discussions with interested parties and the Court’s remarks at the hearing, the Debtors have further revised the Proposed Lease Sale Order (the “**Revised Lease Sale Order**”). A copy of the Revised Lease Sale Order is attached hereto as **Exhibit 1**. For the convenience of the Court and all parties in interest, a redline

² Capitalized terms not defined herein are defined in the Lease Sale Procedures Motion.

comparing the Revised Lease Sale Order to the Proposed Lease Sale Order is attached hereto as **Exhibit 2.**

WHEREFORE, the Debtors respectfully request that the Court enter the order attached hereto as **Exhibit 1** at its earliest convenience.

Dated: October 31, 2024
Wilmington, Delaware

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